

**In the Claims:**

Please amend claims 70, 73, 82, and 91 as follows, and cancel claims 1-69 and 83-90. The following is a complete listing of claims with status identifiers and markings in currently amended claims.

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1-69. (canceled)

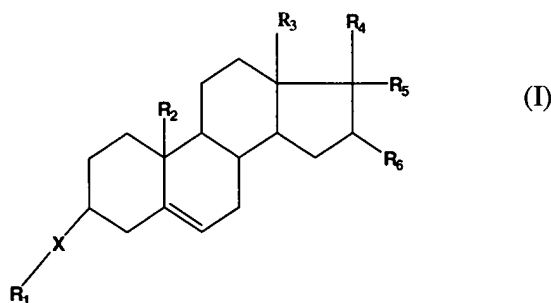
70. (currently amended) A pharmaceutical composition for reducing skin pigmentation, comprising a skin pigmentation reducing effective amount of a compound that effects an alteration in late endosomal/lysosomal trafficking in a skin cell and a pharmaceutically acceptable carrier, wherein the pharmaceutical composition is formulated for topical administration.

B 71. (original) The composition of claim 70, wherein the alteration in late endosomal/lysosomal trafficking is effected by contacting the melanocyte with a compound that is an antagonist of late endosomal/lysosomal trafficking.

72. (original) The composition of claim 70, wherein the alteration in late endosomal/lysosomal trafficking is an alteration in late endosomal/lysosomal cholesterol trafficking.

73. (currently amended) The composition of claim 70, wherein the compound that effects the alteration in late endosomal/lysosomal trafficking is selected from the group consisting of

- topical use*
- (a) progesterone,
  - (b) a hydrophobic amine, *- diverse fam.*
  - (c) sphingosine, and
  - (d) a compound of the formula



wherein X is O or S;

$R_1$  is  $-C(O)(C_1-C_6)\text{alkyl}$  or  $-(CH_2)_n-O-(C_1-C_6)\text{alkyl}$ , or  $-(CH_2)_n-NR_7R_8$  where  $n$  is 0-3, and where each of  $R_7$  and  $R_8$  are independently selected from H and  $(C_1-C_6)\text{alkyl}$ ;

$R_2$  is H or  $(C_1-C_6)\text{alkyl}$ ;

$R_3$  is H or  $(C_1-C_6)\text{alkyl}$ ;

$R_4$  is  $-C(O)(C_1-C_6)\text{alkyl}$ ;

$R_5$  is H or  $-(C_1-C_6)\text{alkyl}$ ; or  $R_4$  and  $R_5$  together are  $=O$ ; and

$R_6$  is H or  $-(C_1-C_6)\text{alkyl}$  or  $-(CH_2)_n-NR_9R_{10}$  where each of  $R_9$  and  $R_{10}$  are independently selected from H and  $(C_1-C_6)\text{alkyl}$ ; or  $R_5$  and  $R_6$  taken together with the carbon atoms to which they are attached form a  $C_5-C_8$  carbocyclic ring, the ring being optionally substituted by one to three substituents selected from halogen, OH,  $-(C_1-C_6)\text{alkyl}$ ,  $-(C_1-C_6)\text{alkoxy}$ , amino,  $=O$ ,  $(C_1-C_6)\text{alkylamino}$ , di- $((C_1-C_6)\text{alkyl})\text{amino}$ , trifluoromethyl, and  $-OCF_3$ .

74. (withdrawn) The composition of claim 73, wherein the compound is progesterone.

75. (original) The composition of claim 73, wherein the compound is a hydrophobic amine.

76. (withdrawn) The composition of claim 73, wherein the hydrophobic amine is selected from the group consisting of a phenothiazine, and a tricyclic antidepressant.

77. (withdrawn) The composition of claim 76, wherein the compound is a phenothiazine.

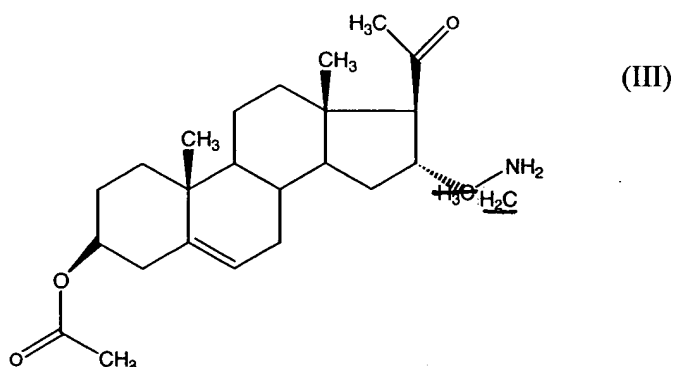
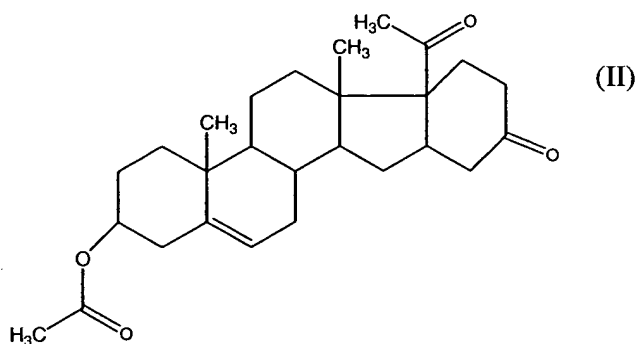
78. (withdrawn) The composition of claim 77, wherein the phenothiazine is selected from the group consisting of trifluoperazine, chlorpromazine, prochlorperazine, triflupromazine, promazine, thioridazine, mesoridazine, piperacetazine, perphenazine, fluphenazine, acetophenazine, and thiethylperazine.

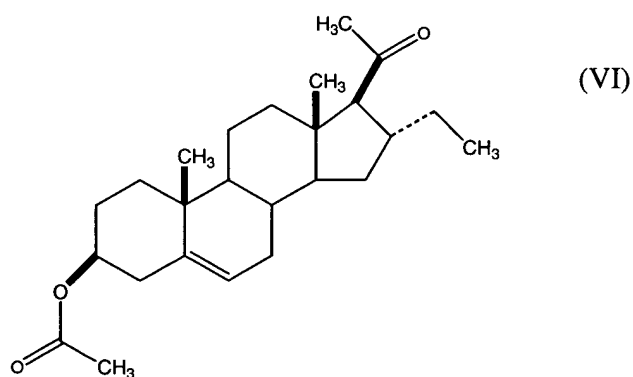
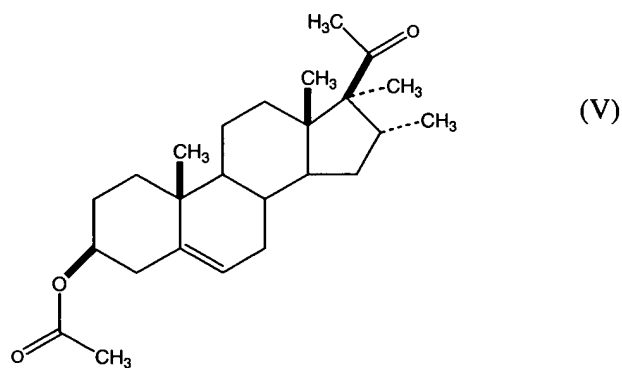
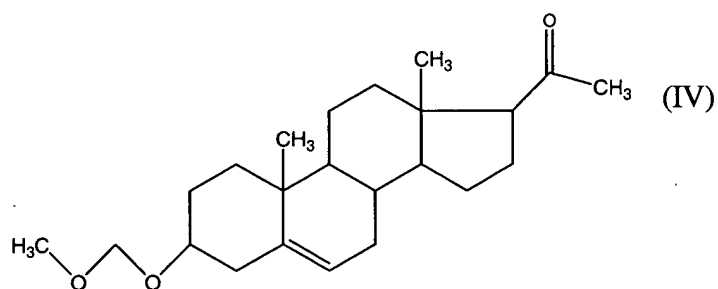
79. (withdrawn) The composition of claim 76, wherein the compound is a tricyclic antidepressant.

80. (withdrawn) The composition of claim 79, wherein the tricyclic antidepressant is selected from the group consisting of imipramine, nortriptyline, protriptyline, trimipramine, and doxepin.

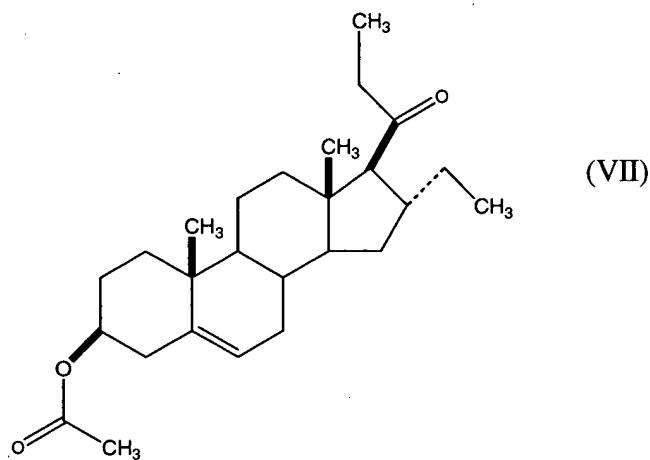
81. (withdrawn) The composition of claim 73, wherein the compound is sphingosine.

82. (currently amended) The composition of claim 73, wherein the compound is selected from the group consisting of:

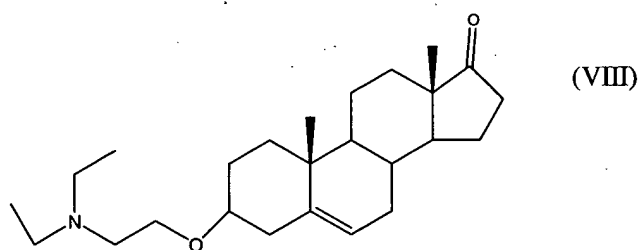




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com.



and



83-90. (canceled)

91. (currently amended) A kit comprising a pharmaceutical composition formulated for topical administration, the pharmaceutical composition comprising a pharmaceutically effective amount of a compound that modulates melanogenesis by affecting P protein function, inhibiting late endosomal/lysosomal trafficking, or inhibiting an ATPase.

92. (original) The kit of claim 91, further comprising a set of written instructions describing how to use the compound to modulate skin pigmentation.